

BY-LAWS  
of  
SPACE FAMILY EDUCATION, INC.

ARTICLE I  
Name

The name of this corporation shall be known as Space Family Education, Inc., and shall be a non-profit corporation formed under the laws of the State of Texas.

ARTICLE II  
Purpose and Policy

The general purpose of this non-profit corporation is to establish and maintain a high-quality educational day care facility for persons employed at NASA Johnson Space Center. Policies of the corporation shall be directed towards four major goals:

1. To foster and promote the welfare and morale of parents employed at NASA Johnson Space Center, by providing a high quality educationally-directed on-site day care facility.
2. To foster and promote the education and welfare of children enrolled in the on-site facility.
3. To promote good communication and relations between members of the corporation, the Board of Directors, the Facility Director, and the facility staff.
4. To carry out fund-raising activities in order to raise revenue for the maintenance and enhancement of the facility and equipment used by the facility, and scholarships.

ARTICLE III  
Membership, Dues, Voting and Membership Conduct

Section 1

**[A-9]** Membership in the Corporation shall be open to all Federal Civil Service, military personnel, Exchange personnel, and NASA contractor employees of Johnson Space Center. Membership will be governed in accordance with the Corporation's by-laws. If a Corporation member fails to meet membership criteria as outlined in this section, then his/her membership in the Corporation terminates 30 days thereafter.

Section 1A

An on-site contractor is defined as an individual with assigned office space in an on-site building with an associated phone where the individual can officially be contacted.

## Section 2

Application for membership shall be in written form and presented to the Board of Directors of the Corporation.

## Section 3

**[A-1] [A-11]** Membership dues shall be determined annually by the Board of Directors and billed to all members by September 1. Any new memberships shall be charged a prorated rate based on the quarter in which they joined the Corporation (e.g. a new member in December will be charged three-quarter the annual rate for that year). Except as otherwise provided for in the Articles of Incorporation, each paid membership is entitled to one vote. Membership shall terminate when dues are thirty days delinquent, or upon written notification to any Corporation officer. A single person who qualifies for membership may join the Corporation as a single member. A married couple with at least one spouse who qualifies for membership may join the Corporation as a single member or as a family membership. With a family membership, both spouses jointly share one vote in the Corporation. A married couple, with both spouses qualifying for membership, may join the Corporation as two individual members, or as a family membership.

## Section 4

**[A-2]** Twenty percent (20%) of the general Corporation membership shall constitute a quorum at a General Membership meeting. A quorum must be present, or represented by written proxy, at any meeting of the Corporation at which members of the Board are elected, or a vote is taken committing the Corporation as a whole to any proposal or course of action.

## Section 5

**[A-14]** A meeting of the General Membership shall be held at least once a year in the month of June.

## Section 6

**[A-7]** Any member who willfully disrupts the overall efficient operation of the corporation or creates unnecessary financial hardship for the corporation, as determined by a quorum of the Board of Directors, will have his/her corporation membership terminated and all rights as a corporation member revoked immediately.

# ARTICLE IV Administration and Organization

## Section 1

**[A-6] [A-12] [A-17]** Administration of the Space Family Education, Inc. facility shall be by the Board of Directors. The Board of Directors shall consist of five members, and shall include the President, Vice- President, Secretary, Treasurer, and the Policies and Procedures Committee Chairperson. The members of the Board of Directors shall serve without remuneration.

## Section 2

**[A-13] [A-17]** The Board of Directors shall be elected by the general membership. Nominations for the Board of Directors shall be submitted in writing to the Secretary of the Board of Directors at least one month prior to the annual General Membership Meeting. Nominees for the various positions must meet any requirements for officers specified in the Corporation By-Laws. The Secretary shall then prepare a slate of nominees, and transmit this in writing to each Corporation member at least two weeks prior to the annual General Membership Meeting. Voting will be done by written ballot or by electronic ballot after the General Membership Meeting, and election results will be announced to the General Membership no later than two weeks after the annual meeting. Members of the Board of Directors will be elected by a majority of the quorum.

## Section 3

**[A-17]** In order to establish staggered terms, beginning in June 2005, members shall elect 5 Directors. The current Board will continue to serve the 27-month term for which they were elected, overlapping for three months with the new Board for the sake of continuity. The newly elected Board shall not have voting privileges for the first 90 days. Once elected, the newly elected Board shall decide among themselves two (2) Directors to serve a 1-yr term and three (3) Directors to serve a 2-yr term.

Each year thereafter the general membership shall elect two (2) or three (3) Directors, as the case may be, for a term of two (2) years. The Directors shall decide among themselves the distribution of positions. The newly elected Directors shall have voting privileges immediately. Any member of the Board of Directors may be re-elected for no more than two consecutive terms.

## Section 4

The Directors of the Corporation named in the Articles of Incorporation will serve only until the first General Membership Meeting and election as provided for in the Corporation By-Laws.

# ARTICLE V Board of Directors

## Section 1

**[A-10]** All candidates for Directorship shall be members of the Corporation in good standing.

## Section 2

The Board of Directors primary purpose is to ensure the solvency of the Corporation.

The Board of Directors shall be responsible for the overall operation of the Corporation.

The Board of Directors shall meet at regular intervals at least six times a year, not including the annual General Membership Meeting.

The Board of Directors shall prepare the agenda and carry out the annual General Membership Meeting.

The Board of Directors shall appoint committees as required and shall delegate to them such duties as deemed necessary.

The Board of Directors shall be responsible for the hiring and management of the Facility Director.

The Board of Directors shall be responsible for approving the annual budget.

### Section 3

All decisions concerning the Corporation which have been delegated to the Board of Directors must be decided upon by a majority vote of the quorum established for the Board of Directors. Three Directors shall constitute a quorum for voting purposes.

### Section 4

**[A-3]** A Board of Director may be removed from office by one of two methods. If 4 of 5 of the acting Board of Directors votes unanimously to remove another member, then that person shall be removed from the Board of Directors. A Board of Director may also be removed by a vote at a special meeting of the General Membership, once twenty-five percent of the Corporation has signed a petition calling for the meeting. If a clear majority of the votes cast indicate removal of the officer, and the total number of votes meets or exceeds a quorum of the total Corporation membership, then that person shall be removed from the Board of Directors.

In the event of removal, nominations for a replacement for that position shall be accepted from the General Membership present at the special meeting, or from the Board of Directors. A vote for replacement may be held at the special meeting or at a specified time thereafter. A majority of the written votes cast will determine who will fill the vacant position, and the total number of votes cast must meet or exceed a quorum of the total Corporation membership. The results of the election must be communicated to the General Membership within two weeks of the election.

### Section 5

Attendance at the Board of Directors meetings is the only mechanism for the Board to achieve its objectives of administering the affairs of the Corporation. Therefore, any Board member who misses three consecutive meetings of the Board will have his or her Board status reviewed by the remaining members of the Board of Directors. If the reasons for absence are not acceptable, then the other members of the Board of Directors may, by unanimous decision, decide to initiate removal of that member from the Board of Directors, and replace the position according to the provisions outlined in Section 4.

When a Board member vacancy occurs for reasons other than removal, e.g., relocation, loss of corporation membership status, etc., the Board of Directors has the option of reassigning the responsibilities of that member to another member of

the Board, or nominating and selecting by majority vote a person to assume those responsibilities for the interim period.

## ARTICLE VI Duties of the Members of the Board of Directors

### Section 1

The President's duties shall be as follows:

- to serve as the Chief Executive Officer of the Corporation.
- to preside at all meetings of the Board of Directors.
- to authorize contracts of up to \$30,000.
- to sign checks authorizing expenditure of Corporation funds in the absence of the Treasurer, with the approval of the Board of Directors.
- to carry out all policies established as set forth under the Charter and By-Laws of the Corporation.

### Section 2

The Vice-President's duties shall be as follows:

- assume the duties of the President in his or her absence.
- **A-4** oversee the budget and financial status of the Corporation.

### Section 3

The Treasurer's duties shall be as follows:

- assume the chairpersonship of the Budget and Finance Committee.
- be the custodian of all Corporation funds and bank accounts.
- sign checks and authorize the expenditure of Corporation funds with the approval of the Board of Directors.
- handle and record the details of all financial transactions entered into by the Corporation. A complete report of transactions shall be prepared for each regular meeting of the Board of Directors.
- assist the facility Director in the preparation of the annual facility budget.

### Section 4

The Secretary's duties shall be as follows:

- record the minutes of all meetings of the Board of Directors, and of any meetings of the General Membership of the Corporation. Minutes of these meetings shall be sent to all members of the Board of Directors, and posted in the Space Family Education, Inc. facility within two weeks of each meeting.
- handle all correspondence of the Corporation, including notices to the General Membership of meetings, special elections, and regular elections.
- prepare a slate of nominees for the biannual elections.
- maintain a current listing of the Corporation membership, officers, and chairpersons of any appointed committees.
- prepare and send notices of annual Corporation membership fee payment to all members of the Corporation.
- **A-5** maintain an up-to-date copy of the By-Laws of the Corporation.

## Section 5

The Policies and Procedures Chairperson's duties shall be as follows:

- [A-15] assume the chairpersonship of the Policies and Procedures Committee.
- prepare and maintain a Parent's Handbook for the facility.

## Section 6 [A-15]

In addition to the duties tied to each position above, the Board Members will also fill the roles listed below, and shall decide among themselves the distribution of these roles.

**Waiting List Coordinator** - Responsible for managing a waiting list for the Child Care Center in accordance with the priority stated in the MOU with NASA.

**Fundraising Chair** - Responsible for ensuring an annual fundraising plan is in place

**Safety Chair** - Responsible for oversight of JSC CCC safety including tracking and reporting trends related to Safety and Health incidents.

Board members may also need to fill roles as required by JSC (e.g., Facility Manager, Fire Warden).

## ARTICLE VII General Membership Meetings

### Section 1

An annual meeting of the members of the Corporation will be held according to Article III of the By-Laws.

### Section 2

Special meetings of the General Membership of the Corporation may be called at the discretion of the Board of Directors.

## ARTICLE VIII Committees

### Section 1

The Board of Directors, by resolution adopted by a majority of the voting members of the Board, may appoint committees and designate to them duties as may be deemed necessary and desirable.

### Section 2

The President of the Board of Directors shall appoint a chairperson from the General Membership for each committee, for those committees which do not already have a designated chairperson as provided for in the By-Laws, and may also appoint some or all of the members of a committee.

### Section 3

The following committees shall be established as permanent committees:

- a Fund-raising and Scholarship Committee to raise funds for scholarships and additional equipment.
- a Budget and Finance Committee to plan for long-range financing, assist the Facility Director in preparing the annual budget, and research current costs for insurance, employee benefits, salaries, equipment, and other operational expenses of the facility. This committee will also be responsible for recommending tuition fee ranges to the Board of Directors.
- a Policies and Procedures Committee to prepare and maintain a Parent's Handbook for the facility, and formulate policies and procedures for the use of the facility, including care of sick children, food purchase, storage, and preparation, hours of operation, admission and waiting list policies, basic personnel policies, grievance procedures, and other procedural and policy matters.

### Section 4

The following committees, and any others deemed appropriate by the Board, may be established on a permanent or as-needed basis:

- a Building, Grounds, and Equipment Committee to assume responsibility for building modifications and maintenance, playground and grounds design, modification, and implementation, maintenance of currently owned equipment, and acquisition of additional equipment.
- a Newsletter Committee to publish a newsletter about the facility on a periodic basis, which will be made available to parents and Corporation members.
- a Program Committee to assist the Facility Director in the development of children's programs, and planning and procurement of small equipment items, toys and craft materials for the facility.
- an Advisory Committee made up of child care and child development professionals in the community, who are not necessarily members of the Corporation, but who can be expected to provide professional advice to the Board of Directors.

## ARTICLE IX

### Ex-officio Members of the Board of Directors

The Facility Director is an ex-officio member of the Board of Directors. Committee chairpersons appointed by the President of the Board are also ex-officio members of the Board of Directors.

## ARTICLE X Fiscal Requirements

The financial records of the Corporation will be audited every odd-numbered year by a method selected by the Board of Directors.

Expenditures of Corporation funds shall require prior approval by the Board of Directors. The Board may choose to designate specific expenditures which may be paid by the Treasurer without further need for Board approval. The Treasurer and any other agent of the Corporation charged with the custody of its funds or property may be bonded in such sum and with such surety as determined by the Board of Directors.

## ARTICLE XI Rules of Order

Questions of parliamentary procedure will be governed by Robert's Rules of Order, where not in conflict with the clear provisions of the Charter or By-Laws of the Corporation.

## ARTICLE XII Amendments

### Section 1

The general membership of the Corporation may amend, adopt, or repeal any and all of the By-Laws of the Corporation.

### Section 2

Proposed amendments to the By-Laws must be submitted in writing to the Board of Directors at least one month prior to the annual General Membership meeting. The proposed amendment may originate from the Board of Directors or by a petition signed by at least fifteen percent (15%) of the Corporation membership.

**[A-16]** At least two weeks prior to the annual General Membership meeting, a copy of the proposed amendment shall be distributed in writing to each member of the Corporation by the Secretary of the Board of Directors. Voting will be done by written ballot or by electronic ballot after the General Membership Meeting, and the results will be announced to the General Membership no later than two weeks after the annual meeting. If the majority of the votes cast at the General Membership meeting approves the adoption of the amendment, and the total number of votes cast meets or exceeds a quorum of total Corporation membership, then the amendment may be incorporated into the By-Laws.

## ARTICLE XIII Dissolution of the Corporation



In the event that the corporation membership moves to dissolve the Corporation, then the assets of the Corporation shall be dispersed to cover any indebtedness of the Corporation. Any remaining assets after this process shall then be dispersed to other non-profit organizations operating for the benefit of NASA Johnson Space Center employees.

#### ARTICLE XIV Non-Discriminatory Policy Statement

The Space Family Education, Inc. facility admits students of any race, sex, color, religion, national and ethnic origin to all the rights, privileges, programs and activities generally made available to students of the facility.

#### ARTICLE XV Indemnification

**[A-8]** The corporation shall indemnify any Director or former Director of the corporation for expenses and costs (including Attorneys' fees) actually and necessarily incurred in connection with any claim asserted, by action in court or otherwise, by reason of such person being or having been such Director, except in relation to matters as to which such person shall have been guilty of negligence or misconduct in respect to any matter in which indemnity is sought.

AMENDMENTS TO THE BY-LAWS OF SPACE FAMILY EDUCATION, INC.

**[A-1]** Proposed May 1990, Accepted June 1990

**ARTICLE III Section 3:**

ORIGINAL: Membership dues shall be \$5.00 per year per membership, payable annually, and due by June 1.

AMENDED: Membership dues shall be determined annually by the Board of Directors and billed to all members by June 1. Any new memberships shall be charged a prorated rate for their first cycle based on the month in which they joined the Corporation (e.g. a new member in December will be charged half the annual rate for that year).

**[A-2]** Proposed June 1991, Accepted July 1991

**ARTICLE III Section 4:**

ORIGINAL: Thirty percent (30%) of the general Corporation membership shall constitute a quorum at a General Membership meeting.

AMENDED: Twenty percent (20%) of the general Corporation membership shall constitute a quorum at a General Membership meeting.

**[A-3]** Proposed June 1991, Accepted July 1991

**ARTICLE V Section 4:**

ORIGINAL: Removal of a particular member of the Board of Directors may be initiated by the Board of Directors, or a petition generated and signed by twenty-five percent of the Corporation membership. A special meeting of the general membership must be called ... if a clear majority of the votes cast indicated removal of the officer ... then that person shall be removed from the Board of Directors.

AMENDED: A Board of Director may be removed from office by one of two methods. If 4 of 5 of the acting Board of Directors votes unanimously to remove another member, then that person shall be removed from the Board of Directors. A Board of Director may also be removed by a vote at a special meeting of the General Membership, once twenty-five percent of the Corporation has signed a petition calling for the meeting. If a clear majority ... (same as existing Bylaw).

**[A-4]** Proposed May 1992, Accepted June 1992

**ARTICLE VI Section 2:**

ORIGINAL:

The Vice-President's duties shall be as follows:

- assume the duties of the President in his or her absence.
- assume the chairpersonship of the Fund-raising and Scholarship Committee.
- maintain an up-to-date copy of the By-Laws of the Corporation.

AMENDED:

The Vice-President's duties shall be as follows:

- assume the duties of the President in his or her absence.
- assume the chairpersonship of the Fund-raising and Scholarship Committee.
- oversee the budget and financial status of the Corporation.

**[A-5]** Proposed May 1992, Accepted June 1992

**ARTICLE VI Section 4:**

ORIGINAL:

The Secretary's duties shall be as follows:

- record the minutes of all meetings of the Board of Directors, and of any meetings of the General Membership of the Corporation. Minutes of these meetings shall be sent to all members of the Board of Directors, and posted in the Space Family Education, Inc. facility within two weeks of each meeting.
- handle all correspondence of the Corporation, including notices to the General Membership of meetings, special elections, and regular elections.
- prepare a slate of nominees for the biannual elections.
- maintain a current listing of the Corporation membership, officers, and chairpersons of any appointed committees.
- prepare and send notices of annual Corporation membership fee payment to all members of the Corporation.

AMENDED:

The Secretary's duties shall be as follows:

- record the minutes of all meetings of the Board of Directors, and of any meetings of the General Membership of the Corporation. Minutes of these meetings shall be sent to all members of the Board of Directors, and posted in the Space Family Education, Inc. facility within two weeks of each meeting.
- handle all correspondence of the Corporation, including notices to the General Membership of meetings, special elections, and regular elections.
- prepare a slate of nominees for the biannual elections.
- maintain a current listing of the Corporation membership, officers, and chairpersons of any appointed committees.
- prepare and send notices of annual Corporation membership fee payment to all members of the Corporation.
- maintain an up-to-date copy of the By-Laws of the Corporation.

**[A-6]** Proposed May 1992, Accepted June 1992

**ARTICLE IV Section 1:**

ORIGINAL:

Section 1

Administration of the Space Family Education, Inc. facility shall be by the Board of Directors. The five members of the Board of Directors shall be elected biannually at the General Membership Meeting. Any member of the Board of Directors may be re-elected for no more than two consecutive terms.

AMENDED:  
Section 1

Administration of the Space Family Education, Inc. facility shall be by the Board of Directors. The five members of the Board of Directors shall be elected biannually at the General Membership Meeting. Any member of the Board of Directors may be re-elected for no more than three consecutive terms.

**[A-7]** Proposed April 1994, Accepted June 1994

*Add:*

*ARTICLE III, Section 6 - Membership, Dues, Voting and Membership Conduct*

Any member who willfully disrupts the overall efficient operation of the corporation or creates unnecessary financial hardship for the corporation, as determined by a quorum of the Board of Directors, will have his/her corporation membership terminated and all rights as a corporation member revoked immediately.

**[A-8]** Proposed April 1994, Accepted June 1994

*Add:*

*ARTICLE XV - Indemnification*

The corporation shall indemnify any Director or former Director of the corporation for expenses and costs (including Attorneys' fees) actually and necessarily incurred in connection with any claim asserted, by action in court or otherwise, by reason of such person being or having been such Director, except in relation to matters as to which such person shall have been guilty of negligence or misconduct in respect to any matter in which indemnity is sought.

**[A-9]** Proposed August 1997, Accepted August 1997

**ARTICLE III Section 1:**

ORIGINAL: Membership in the Corporation shall be open to all Federal Civil Service, military personnel, Exchange personnel, and on-site NASA contractor employees of Johnson Space Center. Membership will be governed in accordance with the Corporation's by-laws. If a Corporation member fails to meet membership criteria as outlined in this section, then his/her membership in the Corporation terminates 30 days thereafter.

AMENDED: Membership in the Corporation shall be open to all Federal Civil Service, military personnel, Exchange personnel, and NASA contractor employees of Johnson Space Center. Membership will be governed in accordance with the Corporation's by-laws. If a Corporation member fails to meet membership criteria as outlined in this section, then his/her membership in the Corporation terminates 30 days thereafter.

**[A-10]** Proposed October 1998, Accepted November 1998

**ARTICLE V Section 1:**

ORIGINAL: The President, Vice-President, and Treasurer shall be NASA Civil Service employees. All candidates for Directorship shall be members of the Corporation in good standing.

AMENDED: All candidates for Directorship shall be members of the Corporation in good standing.

**[A-11]** Proposed March 2003, Accepted June 2003

**ARTICLE III Section 3:**

ORIGINAL: Membership dues shall be determined annually by the Board of Directors and billed to all members by June 1. Any new memberships shall be charged a prorated rate for their first cycle based on the month in which they joined the Corporation (e.g. a new member in December will be charged half the annual rate for that year).

AMENDED: Membership dues shall be determined annually by the Board of Directors and billed to all members by September 1. Any new memberships shall be charged a prorated rate based on the quarter in which they joined the Corporation (e.g. a new member in December will be charged three-quarter the annual rate for that year).

**[A-12]** Proposed April 2004, Accepted June 2004

**ARTICLE IV Section 1:**

ORIGINAL: Administration of the Space Family Education, Inc. facility shall be by the Board of Directors. The five members of the Board of Directors shall be elected biannually at the General Membership Meeting. Any member of the Board of Directors may be re-elected for no more than three consecutive terms.

AMENDED: Administration of the Space Family Education, Inc. facility shall be by the Board of Directors. The five members of the Board of Directors shall be elected biannually at the General Membership Meeting.

**[A-13]** Proposed April 2004, Accepted June 2004

**ARTICLE IV Section 2:**

ORIGINAL: Nominations for the Board of Directors shall be submitted in writing to the Secretary of the Board of Directors at least one month prior to the annual General Membership Meeting. Nominees for the various positions must meet any requirements for officers specified in the Corporation By-Laws. The Secretary shall then prepare a slate of nominees, and transmit this in writing to each Corporation member at least two weeks prior to the annual General Membership Meeting. Voting will be done by written ballot at the General Membership Meeting, and election results will be announced to the General Membership no later than two weeks after the annual meeting. Members of the Board of Directors will be elected

by a majority of the quorum.

AMENDED: Nominations for the Board of Directors shall be submitted in writing to the Secretary of the Board of Directors at least one month prior to the annual General Membership Meeting. Nominees for the various positions must meet any requirements for officers specified in the Corporation By-Laws. The Secretary shall then prepare a slate of nominees, and transmit this in writing to each Corporation member at least two weeks prior to the annual General Membership Meeting. Voting will be done by written ballot or by electronic ballot after the General Membership Meeting, and election results will be announced to the General Membership no later than two weeks after the annual meeting. Members of the Board of Directors will be elected by a majority of the quorum.

**[A-14]** Proposed April 2004, Accepted June 2004

**ARTICLE III Section 5:**

ORIGINAL: A meeting of the General Membership shall be held at least once a year on the first Tuesday in June.

AMENDED: A meeting of the General Membership shall be held at least once a year in the month of June.

**[A-15]** Proposed April 2005, Accepted June 2005

**ARTICLE VI Sections 2 and 5:** Duties of the Members of the Board of Directors

ORIGINAL:

Section 2

The Vice-President's duties shall be as follows:

- assume the duties of the President in his or her absence.
- assume the chairpersonship of the Fund-raising and Scholarship Committee.
- **[A-4]** oversee the budget and financial status of the Corporation.

Section 5

The Policies and Procedures Chairperson's duties shall be as follows:

- hold regular meetings of the Policies and Procedures Committee.
- prepare and maintain a Parent's Handbook for the facility.

AMENDED:

Section 2

The Vice-President's duties shall be as follows:

- assume the duties of the President in his or her absence.
- **[A-4]** oversee the budget and financial status of the Corporation.

Section 5

The Policies and Procedures Chairperson's duties shall be as follows:

- **[A-15]** assume the chairpersonship of the Policies and Procedures Committee.
- prepare and maintain a Parent's Handbook for the facility.

## Section 6 [A-15]

In addition to the duties tied to each position above, the Board Members will also fill the roles listed below, and shall decide among themselves the distribution of these roles.

Waiting List Coordinator - Responsible for managing a waiting list for the Child Care Center in accordance with the priority stated in the MOU with NASA.

Fundraising Chair - Responsible for ensuring an annual fundraising plan is in place

Safety Chair - Responsible for oversight of JSC CCC safety including tracking and reporting trends related to Safety and Health incidents.

Board members may also need to fill roles as required by JSC (e.g., Facility Manager, Fire Warden).

[A-16] – Proposed May 2005, Accepted June 2005

### **ARTICLE XII Section 2:** Amendments

#### ORIGINAL:

##### Section 2

Proposed amendments to the By-Laws must be submitted in writing to the Board of Directors at least one month prior to the annual General Membership meeting. The proposed amendment may originate from the Board of Directors or by a petition signed by at least fifteen percent (15%) of the Corporation membership.

At least two weeks prior to the annual General Membership meeting, a copy of the proposed amendment shall be distributed in writing to each member of the Corporation by the Secretary of the Board of Directors. If the majority of the votes cast at the General Membership meeting approves the adoption of the amendment, and the total number of votes cast meets or exceeds a quorum of total Corporation membership, then the amendment may be incorporated into the By-Laws.

#### AMENDED:

##### Section 2

Proposed amendments to the By-Laws must be submitted in writing to the Board of Directors at least one month prior to the annual General Membership meeting. The proposed amendment may originate from the Board of Directors or by a petition signed by at least fifteen percent (15%) of the Corporation membership.

[A-16] At least two weeks prior to the annual General Membership meeting, a copy of the proposed amendment shall be distributed in writing to each member of the Corporation by the Secretary of the Board of Directors. Voting will be done by written ballot or by electronic ballot after the General Membership Meeting, and the results will be announced to the General Membership no later than two weeks after the annual meeting. If the majority of the votes cast at the General Membership meeting approves the adoption of the amendment, and the total number of votes cast meets or exceeds a quorum of total Corporation membership, then the amendment may be incorporated into the By-Laws.

[A-17] Proposed May 2005, Accepted June 2005

**ARTICLE IV Sections 1-3:** Administration and Organization

ORIGINAL:

Section 1

[A-6] [A-12] Administration of the Space Family Education, Inc. facility shall be by the Board of Directors. The five members of the Board of Directors shall be elected biannually at the General Membership Meeting.

Section 2

[A-13] Nominations for the Board of Directors shall be submitted in writing to the Secretary of the Board of Directors at least one month prior to the annual General Membership Meeting. Nominees for the various positions must meet any requirements for officers specified in the Corporation By-Laws. The Secretary shall then prepare a slate of nominees, and transmit this in writing to each Corporation member at least two weeks prior to the annual General Membership Meeting. Voting will be done by written ballot or by electronic ballot after the General Membership Meeting, and election results will be announced to the General Membership no later than two weeks after the annual meeting. Members of the Board of Directors will be elected by a majority of the quorum.

Section 3

The members of the Board of Directors shall serve without remuneration. Each Director shall serve for a 27-month term. The three months at the end of each Board's term shall overlap the first three months of the new Board's term, for the sake of continuity. The newly-elected members shall not have voting privileges for the first 90 days. The Board of Directors shall consist of five members, and shall include the President, Vice- President, Secretary, Treasurer, and the Policies and Procedures Committee Chairperson. The Directors shall decide among themselves the distribution of positions.

AMENDED:

Section 1

[A-6] [A-12] [A-17] Administration of the Space Family Education, Inc. facility shall be by the Board of Directors. The Board of Directors shall consist of five members, and shall include the President, Vice- President, Secretary, Treasurer, and the Policies and Procedures Committee Chairperson. The members of the Board of Directors shall serve without remuneration.

Section 2

[A-13] [A-17] The Board of Directors shall be elected by the general membership. Nominations for the Board of Directors shall be submitted in writing to the Secretary of the Board of Directors at least one month prior to the annual General Membership Meeting. Nominees for the various positions must meet any requirements for officers specified in the Corporation By-Laws. The Secretary shall then prepare a slate of nominees, and transmit this in writing to each Corporation member at least two weeks prior to the annual General Membership Meeting. Voting will be done by written ballot or by electronic ballot after the



General Membership Meeting, and election results will be announced to the General Membership no later than two weeks after the annual meeting. Members of the Board of Directors will be elected by a majority of the quorum.

### Section 3

[A-17] In order to establish staggered terms, beginning in June 2005, members shall elect 5 Directors. The current Board will continue to serve the 27-month term for which they were elected, overlapping for three months with the new Board for the sake of continuity. The newly elected Board shall not have voting privileges for the first 90 days. Once elected, the newly elected Board shall decide among themselves two (2) Directors to serve a 1-yr term and three (3) Directors to serve a 2-yr term.

Each year thereafter the general membership shall elect two (2) or three (3) Directors, as the case may be, for a term of two (2) years. The Directors shall decide among themselves the distribution of positions. The newly elected Directors shall have voting privileges immediately. Any member of the Board of Directors may be re-elected for no more than two consecutive terms.